

Exhibit D

Khawaja Shams-ul-Islam

Advocate High Courts & Supreme Court of Pakistan.

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March 26, 2007

CAI-INTERPOOL, LLC
One Embarcadero Center,
Suite 2101, San Francisco,
CA 94111, U.S.A.

BY COURIER

Dear Sir,

I am addressing you on behalf of my client M/s Megafeeder (Pvt.) Limited, having its registered office at Haji Ali Akbar Ebrahim Building, II Floor, 20 West Wharf, West Wharf Road, Karachi, Pakistan with the instructions as follows: -

1. That my aforesaid client placed in my hands your E-mail dated 24-3-2007, addressed to Mr. Habibullah Khan, Managing Director of Megafeeder (Pvt.) Limited authored by someone namely Kay Elliott, through which the aforesaid gentleman demanded payment of US\$ 192, 067.20/-. The contents of the E-mail are not only shocking but also mind-boggling.
2. That my aforesaid client has no privity of contract with CAI-INTERPOOL, LLC, as M/s Megafeeder (Pvt.) Limited never authorized any officer by resolution as ordain in law on behalf of Megafeeder, which is a private limited company and under the laws of Pakistan i.e. Companies Ordinance, 1984, as well as Security Exchange Commission of Pakistan Act only authorized officer on the basis of proper board resolution can act on behalf of the Company. Admittedly in this case no any agreement has been executed on behalf of M/s Megafeeder (Pvt.) Limited through its authorized officer duly authorized by resolution with M/s CAI-INTERPOOL, I.LC.

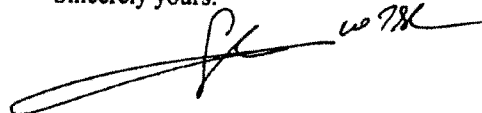
In view of the above legal position and facts your persistent demand of aforesaid amount is absolutely uncalled for and illegal. More so Mr. Habibullah Khan is an individual and does not enjoy the status of corporate entity. The corporate entity is M/s

Khawaja Shams-ul-Islam
Advocate Supreme Court

Continuation Sheet

Megafeeder (Pvt.) Limited with whom your company has no privity of contract, therefore, you are hereby called upon not to send any E-mail or any correspondence whatsoever of any nature or demand anything from M/s Megafeeder (Pvt.) Ltd. You are further directed to immediately withdraw your aforesaid E-mail and your so-called illegal demand, failing which I have definite instructions from my client to recourse to appropriate legal proceedings (including but not limited to civil as well as criminal) in the competent Court of law as to your sole risks, costs and consequences which may please be noted.

Sincerely yours.

A handwritten signature in black ink, appearing to be 'KS' with a long horizontal stroke extending to the right.

KHAWAJA SHAMS-UL-ISLAM
ADVOCATE